



Document must be filed electronically.  
Paper documents are not accepted.  
Fees & forms are subject to change.  
For more information or to print copies  
of filed documents, visit [www.sos.state.co.us](http://www.sos.state.co.us).

Colorado Secretary of State  
Date and Time: 12/05/2012 09:18 PM  
ID Number: 20121675352  
Document number: 20121675352  
Amount Paid: \$1.00

ABOVE SPACE FOR OFFICE USE ONLY

## Articles of Incorporation for a Profit Corporation

filed pursuant to § 7-102-101 and § 7-102-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the corporation is

45 RPM Music Technologies, Inc.

*(The name of a corporation must contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "Ltd.". See §7-90-601, C.R.S. If the corporation is a professional or special purpose corporation, other law may apply.)*

*(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)*

2. The principal office address of the corporation's initial principal office is

Street address

205 Ken Pratt Blvd

*(Street number and name)*

Suite 120-2

Longmont

*(City)*

CO

*(State)*

80501

*(ZIP/Postal Code)*

United States

*(Province – if applicable)*

*(Country)*

Mailing address

(leave blank if same as street address)

*(Street number and name or Post Office Box information)*

*(City)*

*(State)*

*(ZIP/Postal Code)*

*(Province – if applicable)*

*(Country)*

3. The registered agent name and registered agent address of the corporation's initial registered agent are

Name

(if an individual)

Fuday

*(Last)*

Wane

*(First)*

*(Middle)*

*(Suffix)*

or

(if an entity)

*(Caution: Do not provide both an individual and an entity name.)*

Street address

205 Ken Pratt Blvd.

*(Street number and name)*

Suite 120-2

Longmont

*(City)*

CO

*(State)*

80501

*(ZIP/Postal Code)*

Mailing address

(leave blank if same as street address)

*(Street number and name or Post Office Box information)*

\_\_\_\_\_  
(City) CO (State) \_\_\_\_\_  
(ZIP/Postal Code)

(The following statement is adopted by marking the box.)

☒ The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name  
(if an individual) Stack Michael David  
(Last) (First) (Middle) (Suffix)  
or

(if an entity)  
(Caution: Do not provide both an individual and an entity name.)

Mailing address 1011 Walnut Street  
(Street number and name or Post Office Box information)  
Suite 410  
Boulder CO 80302  
(City) (State) (ZIP/Postal Code)  
United States  
(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. The classes of shares and number of shares of each class that the corporation is authorized to issue are as follows.

(If the following statement applies, adopt the statement by marking the box and enter the number of shares.)

☐ The corporation is authorized to issue \_\_\_\_\_ common shares that shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

☒ Additional information regarding shares as required by section 7-106-101, C.R.S., is included in an attachment.

(Caution: At least one box must be marked. Both boxes may be marked, if applicable.)

6. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ This document contains additional information as provided by law.

7. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are \_\_\_\_\_  
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic

statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing the document to be delivered for filing are

<u>Stack</u>	<u>Michael</u>	<u>David</u>	<u></u>
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<u>1011 Walnut Street</u>			
<small>(Street number and name or Post Office Box information)</small>			
<u>Suite 410</u>			
<small>(Street number and name or Post Office Box information)</small>			
<u>Boulder</u>	<u>CO</u>	<u>80302</u>	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
<u></u>	<u>United States</u>	<u></u>	
<small>(Province – if applicable)</small>	<small>(Country)</small>		

*(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

- ☐ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

**Disclaimer:**

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

**ARTICLES OF INCORPORATION  
OF  
45 RPM MUSIC TECHNOLOGIES, INC.**  
A Colorado Corporation

**ARTICLE I  
NAME**

The name of the corporation is 45 RPM Music Technologies, Inc. (the “**Corporation**”).

**ARTICLE II  
AUTHORIZED CAPITAL**

The aggregate number of shares that this Corporation has authority to issue is two million two hundred fifty thousand (2,250,000) shares, without par value, all of which shall be Common Stock.

**ARTICLE III  
OFFICES**

The address of the initial registered office of the Corporation is 205 Ken Pratt Blvd., Suite 120-2, Longmont, CO 80501, and the name of the registered agent at that address is Wane Fuday. The address of the Corporation’s initial principal office is 205 Ken Pratt Blvd., Suite 120-2, Longmont, CO 80501.

**ARTICLE IV  
INCORPORATOR**

The name and mailing address of the sole incorporator of the Corporation is Michael Stack, Stack McKinney Law Group, 1011 Walnut Street, Suite 410, Boulder, CO 80302.

**ARTICLE V  
PURPOSES**

The purpose for which the Corporation is organized is to engage in any lawful activity for which corporations may be organized under the Act.

**ARTICLE VI  
PREEMPTIVE RIGHTS**

Except as provided by contract, no holder of any shares of capital stock of the Corporation, whether now or hereafter authorized, shall have any preemptive or preferential right to acquire any shares of capital stock of the Corporation, including shares of capital stock of the Corporation held in the treasury of the Corporation.

## **ARTICLE VII QUORUM FOR SHAREHOLDERS' MEETINGS**

Except as bylaws adopted by the shareholders may provide for a greater quorum requirement, a majority of the outstanding shares shall constitute a quorum at any meeting of shareholders. Except as bylaws adopted by the shareholders may provide for a greater voting requirement and except as is otherwise provided by the Act with respect to action on amendment to these articles of incorporation, on a plan of merger or share exchange, on the disposition of substantially all of the property of the Corporation, on the granting of consent to the disposition of property by an entity controlled by the Corporation, and on the dissolution of the Corporation, action on a matter other than the election of directors is approved if a quorum exists and if the votes cast favoring the action exceed the votes cast opposing the action. Any bylaw adding, changing or deleting a greater quorum or voting requirement for shareholders shall meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.

Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the shareholders holding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all of the shares entitled to vote thereon were present and voted consent to such action in writing.

## **ARTICLE VIII BOARD OF DIRECTORS**

The corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a board of directors. The number of directors of the Corporation shall be fixed and may be altered from time to time in accordance with the Corporation's bylaws.

The directors shall be elected at each annual meeting of the shareholders, provided that vacancies may be filled by election by the remaining directors, even if less than a quorum.

Despite the expiration of his or her term, a director continues to serve until his or her successor is duly elected and has qualified.

## **ARTICLE IX CUMULATIVE VOTING**

Each outstanding share of capital stock shall be entitled to one vote and each outstanding fractional share of capital stock shall be entitled to a corresponding fractional vote on each matter submitted to a vote of shareholders. Cumulative voting shall not be allowed in the election of directors.

## **ARTICLE X LIMITATION ON DIRECTOR LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director; except that this

provision shall not eliminate or limit the liability of a director to the Corporation or to its shareholders for monetary damages otherwise existing for the following:

- (i) any breach of the director's duty of loyalty to the Corporation or to its shareholders;
- (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) acts specified in Section 7-108-403 of the Act; or
- (iv) any transaction from which the director directly or indirectly derived any improper personal benefit.

If the Act is hereafter amended or superseded to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Act as so amended or superseded. Any repeal or modification of this Article X shall not adversely affect any right or protection of a director of the Corporation under this Article X, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article X, prior to such repeal or modification.

## **ARTICLE XI INDEMNIFICATION**

The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorneys' fees) incurred by reason of the fact that the person is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, such person is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign corporation or other individual or entity or of an employee benefit plan. The Corporation shall also indemnify any person who is serving or has served the Corporation as director, officer, employee, fiduciary, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the shareholders or directors, contract, or otherwise, so long as such provision is legally permissible. The right to indemnification set forth in this Article XI includes the right to be paid the expenses related to a claim giving rise to indemnification prior to the final resolution of the matter.

## **ARTICLE XII TERM OF EXISTENCE**

The Corporation is to have perpetual existence.